

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-76150 ; File No. SR-C2-2015-024)

October 14, 2015

Self-Regulatory Organizations; C2 Options Exchange, Incorporated; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend the Fees Schedule

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on October 2, 2015, C2 Options Exchange, Incorporated (the “Exchange” or “C2”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of the Substance of the Proposed Rule Change

C2 Options Exchange, Incorporated (the “Exchange” or “C2”) proposes to amend the Fees Schedule. The text of the proposed rule change is available on the Exchange’s website (<http://www.c2exchange.com/Legal/>), at the Exchange’s Office of the Secretary, and at the Commission’s Public Reference Room.

II. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to amend the Fees Schedule. Specifically, the Exchange proposes to make changes to the Continuing Education Fees section of the Fees Schedule to provide that continuing education for all registration except the Series 56 will be \$55 if conducted via Web-delivery. Continuing education for all registration except the Series 56 will remain \$100 if conducted at a testing center.

On August 8, 2015, the Securities and Exchange Commission approved SR-FINRA-2015-015 relating proposed changes to FINRA Rule 1250 to provide a Web-based delivery method for completing the Regulatory Element of the continuing education requirements.³ Pursuant to the rule change, effective October 1, 2015, the Regulatory Element of the Continuing Education Programs for the S106 for Investment Company and Variable Contracts Representatives, the S201 for registered principles and supervisors, and the S901 for Operations Professionals will be administered through Web-based delivery or such other technological manner and format as specified by FINRA. The Regulatory Element of these Continuing Education Programs will continue to be offered at testing centers through January 4, 2016. Pursuant to the Approval Order to SR-FINRA-2015-015, the fee for test-center delivery of the Regulatory Element of the S106, S201, and S901 Continuing Education Programs will continue

³ See Securities Exchange Act Release No. 75581 (July 31, 2015), 80 FR 47018 (August 6, 2015) (Order Approving a Proposed Rule Change to Provide a Web-based Delivery Method for Completing the Regulatory Element of the Continuing Education Requirements) (SR-FINRA-2015-015).

to be \$100 per session through January 4, 2016 when the programs will no longer be offered at testing centers. The fee for Web-based delivery of the Regulatory Elements of the S106, S201, and S901 Continuing Education Programs, however, will be \$55.

The Exchange currently utilizes FINRA's Continuing Education Programs for its own continuing education requirements. Consistent with SR-FINRA-2015-015, the Exchange [sic] recently filed SR-CBOE-2015-084⁴ relating to continuing education. In that filing, the Exchange [sic] proposed to follow the changes set forth in SR-FINRA-2015-015 with respect to Web-based delivery of the Regulatory Element of the Continuing Education Programs for the S106 for Investment Company and Variable Contracts Representatives, the S201 for registered principles and supervisors, and the S901 for Operations Professionals. Consistent with SR-CBOE-2015-084, this proposed rule change, proposes to amend the Fees Schedule to provide that effective immediately, the fee for Web-based delivery of the Regulatory Elements of the S106, S201, and S901 Continuing Education Programs will be \$55. The fee test-center delivery of the Regulatory Element of the S106, S201, and S901 Continuing Education Programs will continue to be \$100 per session through January 4, 2016 when the programs will no longer be offered at testing centers. At that time, the Exchange will file another fee filing to remove the test center option for delivery of the Regulatory Element from the Fees Schedule.

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Act and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.⁵ Specifically, the Exchange believes the proposed rule change is

⁴ Available at <http://www.cboe.com/publish/RuleFilingsSEC/SR-CBOE-2015-084.pdf>

⁵ 15 U.S.C. 78f(b).

consistent with the Section 6(b)(5)⁶ requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)⁷ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

In particular, the Web-based delivery method for continuing education is in the interest of investors and free and open markets. In general, Web-based delivery will remove time parameters that exist with respect to taking continuing education at testing centers. Having additional time to take continuing education may result in better learning outcomes, which should enhance investor protection. In addition, the option to have Web-based delivery of the Regulatory Element of the S106, S201, and S901 Continuing Education Programs at a reduced cost lowers barriers to entry and removes impediments to a free and open market and national market system by making it easier and less costly for Trading Permit Holders to participate in the market. Accordingly, the Exchange believes that Web-based delivery of the Regulatory Element of the S106, S201, and S901 Continuing Education Programs and reducing the costs of continuing education in general are goals that are consistent with the Act.

⁶ 15 U.S.C. 78f(b)(5).

⁷ Id.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. As FINRA has stated, the proposed rule change is specifically intended to reduce the burdens of continuing education on market participants while preserving the integrity of the S106, S201, and S901 Continuing Education Programs. In general, reduction in cost and removal of barriers to entry encourages competition among market participants, particularly in situations where such rules are employed universally across the markets. By bringing the Exchange's fees structure in line with that of FINRA, the Exchange believes it is removing impediments to free and open markets and encouraging competition between the Exchange and other markets that use the S106, S201, and S901 Continuing Education Programs. Accordingly, the Exchange further believes that the proposed rule change will relieve burdens on, and otherwise promote competition.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

The Exchange neither solicited nor received written comments on the proposed rule change.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act⁸ and paragraph (f) of Rule 19b-4⁹ thereunder. At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest,

⁸ 15 U.S.C. 78s(b)(3)(A).

⁹ 17 CFR 240.19b-4(f).

for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-C2-2015-024 on the subject line.

Paper comments:

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-C2-2015-024. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F

Street, NE, Washington, DC 20549 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of such filing also will be available for inspection and copying at the principal offices of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-C2-2015-024, and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁰

Robert W. Errett
Deputy Secretary

¹⁰ 17 CFR 200.30-3(a)(12).